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*Proposed Co-Counsel to the Official Committee of Unsecured Creditors***UNITED STATES BANKRUPTCY COURT****EASTERN DISTRICT OF CALIFORNIA****SACRAMENTO DIVISION**

In re:

ZACKY FARMS, LLC, a California
limited liability company,

Debtor.

Case No. 12-37961 (TCH)

DCN: FWP-1

Chapter 11

**ORDER APPROVING EMPLOYMENT AND RETENTION OF
LOWENSTEIN SANDLER PC AS COUNSEL COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ZACKY FARMS, LLC
NUNC PRO TUNC TO OCTOBER 18, 2012**

This matter is before the Court on the Application (the “Application”) of the Official Committee of Unsecured Creditors of Zacky Farms, LLC (the “Committee”) seeking entry of an order authorizing the Committee to retain and employ the law firm of Lowenstein Sandler PC (“Lowenstein” or the “Firm”), *nunc pro tunc* to October 18, 2012, as counsel to the Committee in the above-captioned case, pursuant to sections 105, 328(a) and 1103(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Upon consideration of the Application and the accompanying Affidavit of Wojciech F. Jung in support thereof, and it appearing that Lowenstein consists of attorneys who are qualified to represent the Committee in this Chapter 11

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October 31, 2012

CLERK, U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
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1 case, and that Lowenstein does not hold or represent any interest adverse to the estate of the above-
2 styled Debtor in the matters for which it is to be employed, and it further appearing that
3 Lowenstein's employment as counsel for the Committee is necessary and in the best interests of the
4 Debtor, its bankruptcy estate and its creditors,

5 It is hereby:

6 **ORDERED**, that the Application is granted as set forth herein; and it is further

7 **ORDERED**, that the Committee is authorized, pursuant to section 1103(b) of the Bankruptcy
8 Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, to retain and
9 employ Lowenstein as counsel for the Committee in the above-captioned Chapter 11 case *nunc pro*
10 *tunc* to October 18, 2012; and it is further


11 **ORDERED**, that Lowenstein shall be compensated for professional services rendered and
12 reimbursement of expenses and other charges incurred by Lowenstein in its capacity as counsel for
13 the Committee upon the filing of a proper fee application in accordance with the Bankruptcy Code,
14 the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Procedure, and Orders of
15 this Court; and it is further

16 **ORDERED**, that the Committee is authorized and empowered to take all actions necessary
17 to implement the relief granted in this Order; and it is further

18 **ORDERED**, that the Court shall retain jurisdiction to hear and determine all matters arising
19 from the implementation of this Order; and it is further

20 **ORDERED**, that if there is any inconsistency between the terms of this Order, the
21 Application and/or Affidavit, the terms of this Order shall govern.

22 Dated: November 09, 2012

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26 Thomas C. Holman
27 United States Bankruptcy Judge
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